

## **EXHIBIT R**



Brittany Rawlings &lt;brittany@smartboss.com&gt;

**Launch V1 update**

4 messages

**Brittany Rawlings** <brittany@smartboss.com>  
 To: Isalameno46@gmail.com, Theresa Salameno <tsalameno@gmail.com>  
 Cc: Charles Salameno <charles@smartboss.com>

Fri, Aug 26, 2016 at 2:33 PM

Hi Mr. Salameno,

Hope you're well and you had a nice weekend. Just wanted to fill you in on our progress since having lunch more than two weeks ago.

We are happy to report that SmartBoss's V1 release went well! The features included in V1 were the homepage, questionnaire, BossQ score, 15 API accounts and profile completion. This initial launch served four goals: (1) acquire users' data for Machine Learning; (2) capture credit cards; (3) optimize features based on users' feedback; and (4) generate word of mouth by users through a "VIP waitlist". You can see the site here: <http://smartboss.com/>

In the last 3 days, we have 74 new users to SmartBoss (simply from word of mouth) and are continuing to onboard our initial list of 1000 users (from FashionBoss). Once those "VIP users" are setup, we will begin outreach to our other 5000 contacts (hopefully by Monday), as well as 10,000 personal contacts.

We are simultaneously preparing for the V2 release which includes the true 'meat and potatoes' (i.e. the dashboard, recommendations, one-click solutions and advanced BossQ score). We hope to have this released by Sept 4th, if not before. We will then release the 'premium' features, such as team collaboration, affiliates and mobile app end early October.

As planned, we have also requested meetings post-labor day with Indicator Ventures, 500 StartUps, SeedInvest, Luna Capital and Ignition Partners -- the VCs who were highly interested but required milestones such as a lead (i.e. you,), users onboarded and/or revenue. However, we know this will present a delay until actual funds are received and thus, we were wondering if you would be willing to provide additional contribution to bridge the gap (and/or even allow us to be generating revenue self-sufficiently).

In addition, we have sent out follow-up emails to the other interested firms (Almaz Capital, Battery Venture Partners, Brand Foundry Ventures, Deep Fork Capital, Greenspring Associates, The Item Ventures and Vayner/RSE). These are the VC firms that expressed interest in contributing funds once we started generating a high threshold of revenue and we'll be scheduling meetings over the next two weeks to begin discussing our next round of funds with them.

Moreover, Charles has been talking to a few private investors who may be interested too. Pending Charles' schedule, we also will be setting up partnership meetings with local co-working spaces and crowdfunding sites, such as kickstarter. This would be a seamless source users and revenue.

However, in the meantime, to help us get through September, October and November we'd be so appreciative to discuss a potential second round of funding with you. Now that the V1 site is up and running, and V2 will occur on Sept 5th, it is crucial to have the financial support to not abandon the V2 feature release, optimize the site, tweaking the machine learning, marketing / launch costs, and maintaining our current developer support staff. In addition, we will need to file the non-provisional patent application this fall following our initial provisional application.

As planned, our financial budget will be exhausted by end of August. I regret to inform you that Laura has resigned because we don't have the funds to pay her. We have only enough to cover our bills for all of August, but will not be able to meet our bills as they come due in September. The lack of financial stability at this moment was not something she could stomach, unfortunately. I, however, am determined to see this through. As such, I have already agreed to rent my apartment for two weeks in September and stay with my sister in order to cover Sept rent while trying to complete the V2 release.

I'd be so appreciative if you would consider assisting in a second round to bridge the gap as we work towards crossing the finish line. Thank you so much for all your support. Looking forward to hearing back from you and updating you in person next week.

Best,  
 Brittany & Charles

**Theresa Salameno** <tsalameno@gmail.com>  
 To: Brittany Rawlings <brittany@smartboss.com>, charles.r.salameno@gmail.com

Sat, Aug 27, 2016 at 1:33 PM

Hi Brittany,

Thank you for the update however we would like to sit down with you to go over the projections, financials and personnel changes.

Looking forward to seeing you soon.

Best regards,

Theresa and Larry

Sent from my iPhone

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**Brittany Rawlings** <brittany@smartboss.com>  
 To: Theresa Salameno <tsalameno@gmail.com>  
 Cc: charles.r.salameno@gmail.com

Mon, Aug 29, 2016 at 6:06 PM

Hi Mrs. Salameno,

That would be wonderful. I'll call the house phone tomorrow around 11 if that is okay? We can have a quick catchup about the launch and NAPW etc., as well as plan a time to visit where I can provide detailed projections and financials.

Yes, the best email is Brittany@smartboss.com.

Warmest Regards,  
 Brittany  
 [Quoted text hidden]

**Brittany Rawlings** <brittany@smartboss.com>  
 To: Theresa Salameno <tsalameno@gmail.com>, Charles Salameno <charles@smartboss.com>, Isalameno46@gmail.com

Tue, Aug 30, 2016 at 6:19 PM

Hello Mr. & Mrs. Salameno,

Thank you for allowing me to update you this morning on our "family business" progress and being open to a second investment round to help us bridge the gap between now and November 1st.

Please find four attachments:

1. our monthly use of funds since April and projected use of funds until November 1st,
2. our revenue model (from our pitch deck)
3. marketing strategy (from our pitch deck)
4. summary PL (from our pitch deck)

As planned, we are currently in our highest burn rate due to the tiered launches. We are burning approx \$50k due to developer salaries, patents and rent. Come November 1st, we will not need as many developers onboard as we will have released most features and their time will then be spent managing / updating our software rather than building custom AI software. As such, our monthly burn will return back to \$35k or less. To counter this high burn rate, we will start to generate revenue.

We have 1400 FashionBoss users we are onboarding to Smartboss. Then we will begin to outreach to our other 5000 users this next week. We have been collecting their credit cards in advance of our V2 release (i.e. this is preauthorized credit card charges). We must release V2 to ethically charge their credit cards for site access. We expect to release V2 around Sept 7th. Initially, we will be charging users anywhere from \$1 to 2 / day (so avg. \$45 month per user), but must plan that some users will want a free plan which will then be paid by advertising money. Then once we have users onboard for V2, we will begin collecting affiliate and advertising revenue with local businesses who want to service these users.

We know there are 550k potential users in the U.S. who are between the ages of 17 - 37 who are starting businesses in co-working spaces and crowdfunding sites, like Indiegogo. We also know these domestic users are adding to the pool of 700M global users. Our launch this past week has confirmed that users, are in fact, in need for our custom-built solution and will pay for it. With proper funding for developers and marketing, we expect to onboard an est. 50k users by Jan 2017.

Ideally, we would not seek further outside investment if we secured enough now to bridge the gap until November and allow revenue generation to meet cash burn. However, should we proceed with outside investors, the following are the list of VCs we will be meeting with in early Sept:

- Indicator Ventures,
- 500 Startups,
- SeedInvest,
- Luna Capital and
- Ignition Partners

We also have the other 8 VCs as well, and the 12 early stage VCs.

Please let me know if you have any trouble opening the attachments and if you would like me to visit this week to go over the financials in person; and/or visit to assist with the legal letter; and/or the MM website. I am just a hop, skip and a jump away.

Thank you so much,  
Brittany & Charles

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#### 4 attachments



Screenshot 2016-08-30 17.52.27.png  
157K



Screenshot 2016-08-30 17.51.59.png  
419K



Screenshot 2016-08-30 17.51.48.png  
224K

